

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION

IN RE:	§	(Chapter 11)
	§	
HYDROCARB ENERGY CORPORATION,	§	Case No. 16-31922
	§	
GALVESTON BAY ENERGY, LLC	§	Case No. 16-31923
	§	
Debtors	§	Joint Administration Pending

**STIPULATION OF FACTS**

TO THE HONORABLE U.S. BANKRUPTCY COURT JUDGE:

Archrock Partners Operating, L.L.C. (“Archrock”), Shadow Tree Capital Management, LLC, as agent for the prepetition lenders (the “Lenders”), and the debtors in possession including Galveston Bay Energy, LLC (“GBE”), through their undersigned counsel, stipulate to the following facts:

1. Archrock furnishes compression services and equipment under contract(s) with GBE in connection with oil and gas operations conducted by the Debtors on the following oil and gas leases in Chambers and Galveston County, Texas:

**Lease:** C Lease (Chambers County)

**Lease:** A Lease (Chambers County)

**Lease:** Cedar Point Production Facility (Chambers County)

**Lease:** F Lease (Chambers County)

**Lease:** North Point Bolivar (Galveston County)

2. The unpaid monthly service fee invoices as of April 30, 2016 are accurately described in Exhibit “A” attached hereto. Service fees continue to accrue at \$57,256.01 monthly on the five Archrock compression units utilized by GBE.

3. The Archrock compression services commenced on the following oil and gas leases prior to August 15, 2014, and such services have been continuously provided by Archrock on such leases:

**Lease:** C Lease (Chambers County)

**Lease:** A Lease (Chambers County)

**Lease:** F Lease (Chambers County)

**Lease:** North Point Bolivar (Galveston County)

4. This Stipulation of Facts is not intended to waive, affect, abridge or in any way

impair the Lenders' rights to argue in any subsequent court proceedings to the allowability of the amounts set out in ¶ 2 hereof and that the claims and liens of the Lenders have priority over the claims and liens of Archrock. All such rights of Lenders and Archrock are reserved.

Respectfully submitted,

/s/ Kevin M. Maraist  
Kevin M. Maraist  
State Bar No. 12962020

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OPERATING, LLC

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COUNSEL FOR THE DEBTORS

/s/ Kyung S. Lee  
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Two Houston Center  
Houston, TX 77010

COUNSEL TO SHADOW TREE CAPITAL  
MANAGEMENT LLC, AS AGENT, SHADOW TREE  
FUNDING VEHICLE A-HYDROCARB LLC AND  
QUINTIUM PRIVATE OPPORTUNITIES FUND, LP,  
LENDERS

**CERTIFICATE OF SERVICE**

I hereby certify that the forgoing was electronically filed with the Clerk of the Court using the CM/ECF system, and served upon all parties receiving notice pursuant to the CM/ECF system on April 29, 2016.

/s/ Kevin M. Maraist

Kevin M. Maraist

AGING 67060 GALVESTON BAY ENERGY LLC 04.15.16.xlsx

CUST #	CUSTOMER NAME	UNIT #	LEASE NAME	COUNTY	STATE	INVOICE #	INV DATE	BILL FROM DATE	BILL TO DATE	DUE DATE	INVOICE TYPE	TAX BAL	BALANCE DUE
67060	GALVESTON BAY ENERGY LLC	4E+05	A LEASE	CHAMBERS	TX	41311287	1-Jan-16	1/1/2016	1/31/2016	31-Jan-16	MLP 2008 CV Inv-OKS	\$ -	\$ 9,462.03
67060	GALVESTON BAY ENERGY LLC	4E+05	A LEASE	CHAMBERS	TX	41319639	1-Feb-16	2/1/2016	2/29/2016	2-Mar-16	MLP 2008 CV Inv-OKS	\$ -	\$ 9,462.03
67060	GALVESTON BAY ENERGY LLC	4E+05	A LEASE	CHAMBERS	TX	41330551	1-Mar-16	3/1/2016	3/31/2016	31-Mar-16	MLP 2008 CV Inv-OKS	\$ -	\$ 9,462.03
67060	GALVESTON BAY ENERGY LLC	4E+05	A LEASE	CHAMBERS	TX	41337105	1-Apr-16	4/1/2016	4/30/2016	1-May-16	MLP 2008 CV Inv-OKS	\$ -	\$ 9,462.03
			<b>A LEASE Total</b>									\$ -	\$ 37,848.12
67060	GALVESTON BAY ENERGY LLC	74844	C LEASE	CHAMBERS	TX	41310945	1-Jan-16	1/1/2016	1/31/2016	31-Jan-16	MLP 2008 CV Inv-OKS	\$ -	\$ 12,287.23
67060	GALVESTON BAY ENERGY LLC	74844	C LEASE	CHAMBERS	TX	41320296	1-Feb-16	2/1/2016	2/29/2016	2-Mar-16	MLP 2008 CV Inv-OKS	\$ -	\$ 12,287.23
67060	GALVESTON BAY ENERGY LLC	74844	C LEASE	CHAMBERS	TX	41326356	1-Mar-16	3/1/2016	3/31/2016	31-Mar-16	MLP 2008 CV Inv-OKS	\$ -	\$ 12,287.23
67060	GALVESTON BAY ENERGY LLC	74844	C LEASE	CHAMBERS	TX	41334186	1-Apr-16	4/1/2016	4/30/2016	1-May-16	MLP 2008 CV Inv-OKS	\$ -	\$ 12,287.23
			<b>C LEASE Total</b>									\$ -	\$ 49,148.92
67060	GALVESTON BAY ENERGY LLC	76385	CEDAR POINT PRODUCTION FACILITY	CHAMBERS	TX	41316058	1-Jan-16	1/1/2016	1/31/2016	31-Jan-16	MLP 2008 CV Inv-OKS	\$ -	\$ 6,649.00
67060	GALVESTON BAY ENERGY LLC	76385	CEDAR POINT PRODUCTION FACILITY	CHAMBERS	TX	41323486	1-Feb-16	2/1/2016	2/29/2016	2-Mar-16	MLP 2008 CV Inv-OKS	\$ -	\$ 6,649.00
67060	GALVESTON BAY ENERGY LLC	76385	CEDAR POINT PRODUCTION FACILITY	CHAMBERS	TX	41325487	1-Mar-16	3/1/2016	3/31/2016	31-Mar-16	MLP 2008 CV Inv-OKS	\$ -	\$ 6,649.00
67060	GALVESTON BAY ENERGY LLC	76385	CEDAR POINT PRODUCTION FACILITY	CHAMBERS	TX	41337917	1-Apr-16	4/1/2016	4/30/2016	1-May-16	MLP 2008 CV Inv-OKS	\$ -	\$ 6,649.00
			<b>CEDAR POINT PRODUCTION FACILITY Total</b>									\$ -	\$ 26,596.00
67060	GALVESTON BAY ENERGY LLC	3E+05	F LEASE	CHAMBERS	TX	41310740	1-Jan-16	1/1/2016	1/31/2016	31-Jan-16	MLP 2008 CV Inv-OKS	\$ -	\$ 20,418.87
67060	GALVESTON BAY ENERGY LLC	3E+05	F LEASE	CHAMBERS	TX	41318834	1-Feb-16	2/1/2016	2/29/2016	2-Mar-16	MLP 2008 CV Inv-OKS	\$ -	\$ 20,418.87
67060	GALVESTON BAY ENERGY LLC	3E+05	F LEASE	CHAMBERS	TX	41328872	1-Mar-16	3/1/2016	3/31/2016	31-Mar-16	MLP 2008 CV Inv-OKS	\$ -	\$ 20,418.87
67060	GALVESTON BAY ENERGY LLC	3E+05	F LEASE	CHAMBERS	TX	41333515	1-Apr-16	4/1/2016	4/30/2016	1-May-16	MLP 2008 CV Inv-OKS	\$ -	\$ 20,418.87
			<b>F LEASE Total</b>									\$ -	\$ 81,675.48
67060	GALVESTON BAY ENERGY LLC	73410	NORTH POINT BOLIVAR	GALVESTON	TX	41311293	1-Jan-16	1/1/2016	1/31/2016	31-Jan-16	MLP 2008 CV Inv-OKS	\$ -	\$ 8,438.88
67060	GALVESTON BAY ENERGY LLC	73410	NORTH POINT BOLIVAR	GALVESTON	TX	41318660	1-Feb-16	2/1/2016	2/29/2016	2-Mar-16	MLP 2008 CV Inv-OKS	\$ -	\$ 8,438.88
67060	GALVESTON BAY ENERGY LLC	73410	NORTH POINT BOLIVAR	GALVESTON	TX	41330555	1-Mar-16	3/1/2016	3/31/2016	31-Mar-16	MLP 2008 CV Inv-OKS	\$ -	\$ 8,438.88
67060	GALVESTON BAY ENERGY LLC	73410	NORTH POINT BOLIVAR	GALVESTON	TX	41334187	1-Apr-16	4/1/2016	4/30/2016	1-May-16	MLP 2008 CV Inv-OKS	\$ -	\$ 8,438.88
			<b>NORTH POINT BOLIVAR Total</b>									\$ -	\$ 33,755.52
<b>Grand Total</b>													\$ - \$ 229,024.04

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EXHIBIT

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